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KRIS F. HEINZELMAN

April 2, 1996

APR 4 - 1996 - 10:20 AM

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Assignment, a "secondary document", dated as of April 1, 1996. The document to which this is connected is the Memorandum of Lease Agreement dated as of April 1, 1996, which is being filed with the Commission today.

The names and addresses of the parties to the document are as follows:

ASSIGNOR: SL Robin Ltd.
c/o Showa Leasing Co., Ltd.
Pola Aoyama Building
5-17, 2-chome, Minami-Aoyama
Minato-ku
Tokyo, Japan

ASSIGNEE: The Asahi Bank, Ltd.
Suite 6011
One World Trade Center
New York, New York 10048-0476

The equipment covered by the document is as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Norfolk Southern Road Numbers (both inclusive)</u>
37	6-axle diesel-electric locomotives	C-C	8972-9008

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Memorandum of Lease Assignment dated as of April 1, 1996, between SL Robin Ltd., as assignor, and The Asahi Bank, Ltd., as assignee, and covering the Lease Agreement dated as of April 1, 1996, between the assignor, as lessor, and Norfolk Southern Railway Company, as lessee, covering 37 diesel-electric locomotives (numbered NS 8972-9008).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,


Michael Rice

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, DC 20423

Encl.

20001-A

APR 4 - 1996 - 10 20 AM


MEMORANDUM OF LEASE ASSIGNMENT dated as of April 1, 1996, between SL ROBIN LTD., a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE ASAHI BANK, LTD. (hereinafter called the **Security Agent**).

WHEREAS the Borrower and Norfolk Southern Railway Company are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad locomotives listed in Schedule A hereto; and


WHEREAS the Borrower and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, pursuant to which the aforesaid Lease and supplements thereto are being assigned by the Borrower to the Security Agent.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease Agreement to the Security Agent, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SL ROBIN LTD.

by 
Title: ~~Attorney-in-fact~~

THE ASAHI BANK, LTD.

by 
Title: Vice President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 2nd day of April, 1996, before me personally appeared Kenshin Sumiya, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SL ROBIN LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Mello
.....
Notary Public

My commission expires

LOUISE MELLO
Notary Public, State of New York
No. 43-4729812
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires December 31, 1996

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this day of March, 1996, before me personally appeared Tatsuo Kase, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE ASAH I BANK, LTD., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....
Notary Public

My commission expires

STATE OF)
) SS.:
COUNTY OF)

On this day of April, 1996, before me personally appeared , to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for SL ROBIN LTD., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....
Notary Public

My commission expires

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 29th day of March, 1996, before me personally appeared Tatsuo Kase, to me personally known, who, by me being duly sworn, says that he is a Vice President of THE ASAHI BANK, LTD., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


.....
Notary Public

My commission expires

ADAM J. HEILMAN
Notary Public, State of New York
No. 24-4921131
Qualified in Kings County
Certificate filed in New York County
Commission Expires 1/25/98

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	Norfolk Southern Railway Company <u>Road Numbers</u>
37	General Electric model DASH 9-40CW diesel-electric locomotives	8972 through 9008